

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

JOHNNY R. THOMAS,  
ROBERT C. POTTS,  
JONATHAN BRETT WOODARD, and  
JOHN C. FRANCIS,

Defendants.

Case No.: 2:19-cv-1132-JCM-EJ

FINAL JUDGMENT  
AS TO DEFENDANT  
JONATHAN BRETT WOODARD

The Securities and Exchange Commission (“Commission”) having filed a Complaint and Defendant Jonathan Brett Woodard (“Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction and except as otherwise provided herein in Paragraph XI); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) promulgated thereunder [17 C.F.R. § 240.10b-5(b)], directly or indirectly, by using any means or instrumentality of interstate commerce, or the mails, or any facility of any national securities exchange, in connection with the purchase or sale of any security, to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive

1 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers,  
2 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
3 with Defendant or with anyone described in (a).

4 II.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is  
6 permanently restrained and enjoined from violating Section 17(a)(2) of the Securities Act of 1933  
7 (the "Securities Act") [15 U.S.C. § 77q(a)(2)], directly or indirectly, by using any means or  
8 instruments of transportation or communication in interstate commerce, or the mails, in the offer or  
9 sale of any security, to obtain money or property by means of any untrue statement of a material  
10 fact or any omission of a material fact necessary in order to make the statements made, in light of  
11 the circumstances under which they were made, not misleading.

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal  
13 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive  
14 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers,  
15 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
16 with Defendant or with anyone described in (a).

17 III.

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is  
19 permanently restrained and enjoined from violating Section 13(b)(5) of the Exchange Act [15  
20 U.S.C. § 78m(b)(5)] and Rule 13b2-1 thereunder [17 C.F.R. § 240.13b2-1], directly or indirectly, by  
21 knowingly circumventing or knowingly failing to implement a system of internal accounting  
22 controls, or knowingly falsifying or causing to be falsified any book, record, or account described in  
23 Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)].

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal  
25 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive  
26 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers,  
27 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
28 with Defendant or with anyone described in (a).

## IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from aiding and abetting the violation of Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by knowingly or recklessly providing substantial assistance to an issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781], or is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)], and that fails to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

## V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Rule 13a-14 of the Exchange Act [17 C.F.R. § 240.13a-14], by falsely certifying in an issuer's annual or quarterly report that he has reviewed the report and, based on his knowledge, the report does not contain any untrue statement of material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading, with respect to the period covered by the report.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

## VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from aiding and abetting the violation of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1, and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1, and 240.13a-13] by knowingly or recklessly providing substantial assistance to an issuer of a security registered pursuant to Section 12 of the Exchange Act, that filed reports with the Commission that contained materially false and misleading information.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

## VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

## VIII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)], Defendant is permanently barred from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. § 240.3a51-1].

## IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$120,000 to the Commission pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall pay this amount within 30 days after entry of this Final Judgment.

Defendant may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the Commission's website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the "Securities and Exchange Commission," which shall be delivered or mailed to

Enterprise Services Center  
Accounts Receivable Branch  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

and shall be accompanied by a letter (i) identifying the case title, civil action number, and name of this Court (*SEC v. Johnny R. Thomas, et al.*, 19-cv-1132 (D. Nev.)); (ii) identifying Jonathan Brett Woodard as a defendant in this action; and (iii) specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously email evidence of payment and case identifying information to Suzanne J. Romajas, Esq. the Commission's counsel in this action.

By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant.

The Commission may enforce the Court's judgment for penalties by the use of all collection procedures authorized by law, including the Federal Debt Collection Procedures Act, 28 U.S.C. § 3001, *et seq.* Defendant shall pay post-judgment interest on any delinquent amounts due after 30 days of the entry of this Final Judgment pursuant to 28 U.S.C. § 1961.

The Commission shall hold the funds, together with any interest and income earned thereon (collectively, the "Fund"), pending further order of the Court. The Commission may propose a plan



1 a debt for the violation by Defendant of the federal securities laws or any regulation or order issued  
2 under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

3 XII.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
5 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

6 XIII.

7 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil  
8 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

9  
10 Dated: August 19, 2021

  
UNITED STATES DISTRICT JUDGE